

Letter to UK Participants in the Nightstar Therapeutics Plc 2017 Equity Incentive Plan

THIS LETTER REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is authorised pursuant to the Financial Services and Markets Act 2000.

All words and expressions defined in the document sent by Nightstar to the Nightstar shareholders that includes the details of the Scheme (as defined below) (the “**Scheme Document**”) have the same meanings when used in this document. Please read the terms and conditions of the Scheme, as set out in the Scheme Document, the terms of which are incorporated into and form part of this document.

In the event of a conflict between (1) this letter and (2) the Scheme Document or the rules of any relevant plan, award or vesting agreement or any relevant legislation, the Scheme Document, rules, award or vesting agreement or the legislation, as applicable, will prevail.

References to taxation in this letter are for guidance only and assume that you are and were resident in and domiciled within the United Kingdom only for all tax purposes at all relevant times. Nightstar is not providing you with any tax advice.

29 April 2019

To: UK Participants in the Nightstar Therapeutics Plc 2017 Equity Incentive Plan (the “**Plan**”)

Dear Participant:

Biogen's offer for Nightstar

As announced on 4 March 2019, Tungsten Bidco Limited (“**Bidco**”), an indirect subsidiary of Biogen Inc. (“**Biogen**”), has made a recommended cash offer for all the shares in Nightstar Therapeutics Plc (“**Nightstar**”) (the “**Transaction**”).

We are writing to give you some information on the effect this will have on your rights under the Plan.

About the Transaction

The Transaction will be implemented by a “scheme of arrangement” (the “**Scheme**”). Under the terms of the Scheme, Bidco will acquire the entire issued and to be issued share capital of Nightstar.

To become effective, the Scheme must be approved by the shareholders of Nightstar (“**Shareholder Approval**”) and must be sanctioned by the High Court of Justice in England and Wales (“**Court Sanction**”). It is currently anticipated that the meetings for Shareholder Approval will take place in the week commencing 8 May 2019, with Court Sanction anticipated to take place on 6 June 2019.

The Court will only be asked to sanction the Scheme if the Scheme is approved by Nightstar shareholders and if a number of conditions (as set out in the Scheme Document) have been fulfilled. After which, assuming Shareholder Approval and Court Sanction are obtained, it is anticipated that the Transaction will be consummated. The date the Transaction is consummated is also known as the “**Effective Date.**”

Whilst the dates given are those currently anticipated by Nightstar and Bidco, they may change.

What are the terms of the Transaction?

A copy of the Scheme Document sent to Nightstar shareholders containing full details of the Transaction can be found at <https://ir.nightstartx.com>. Under the terms of the Transaction, for each Nightstar share they hold, Nightstar shareholders will receive USD 25.50 in cash (the “**Consideration**”).

How will the Transaction affect my rights under the Plan?

On the Effective Date, any outstanding Company stock options then held by you (“**Options**”) that are vested as of the Effective Time will be cancelled and cease to exist and you will be entitled to receive the Consideration for each share of Nightstar stock subject to such vested Option, less the applicable exercise price. The vesting of any unvested Options held by you will become accelerated as of the Effective Time and you will receive the same Consideration for them as your vested Options. Your receipt of such amounts will be paid no later than 10 business days after the Effective Date, less the applicable exercise price and subject to any deductions as are required by law, including for tax and national insurance.

Will I have to pay UK income tax in relation to the Consideration?

Yes. The Consideration in relation to your cancelled options will be paid less tax, national insurance contributions and the exercise price as soon as practicable after the Effective Date. Any tax and national insurance contributions so deducted will be paid to HM Revenue & Customs on your behalf.

Note that, if you have left employment or engagement with Nightstar by the Effective Date in circumstances where your Options are not forfeited in accordance with the rules of the Plan, the income tax may not be deducted at the right rate for your specific circumstances. You will have to account for or reclaim any balance yourself through self-assessment.

Nightstar does not purport to provide tax advice and you should seek advice from your tax advisor with respect to the treatment of your equity awards. The summary above is provided for informational purposes only and is based on the tax law in effect on the date of this letter (which could change, possibly with retroactive effect).

Do you have to take any action?

No, you are not required to take any action. You will automatically become entitled to receive the Consideration on the terms set out in the Scheme (as summarised in this Letter) provided

that, by the Effective Date, your awards under the Plan have not otherwise lapsed or been cancelled or forfeited in accordance with the rules of the Plan.

What happens if the Transaction does not complete?

If the Transaction does not complete for any reason, you will not receive any Consideration. In these circumstances your awards under the Plan will continue unaffected as before.

If you have any queries on how the Transaction affects you, you should contact Nightstar's human resources department at hr@nightstartx.com.

Yours sincerely



Bryan Yoon, General Counsel
on behalf of Nightstar Therapeutics Plc



on behalf of Tungsten Bidco Limited